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Suite 600C  
Baltimore, MD 21202  
www.constellation.com

September 9, 2014

**VIA E-Filing**

Ms. Barcy F. McNeal, Secretary  
Public Utilities Commission of Ohio  
180 East Broad Street, 11<sup>th</sup> Floor  
Columbus, OH 43215-9793

**RE: Case No. 02-1909-GA-CRS  
Constellation ProLiance, LLC**

Dear Ms. McNeal,

Pursuant to Ohio Administrative Code Rule 4901:1-29-10(D)(1)(a), Constellation ProLiance, LLC (CPRO) herein provides notice to the Director of the Consumer Services Department of its intent to abandon service and withdraw its Competitive Retail Natural Gas Service (CRNGS) Certificate No. 02-030G(6).

On August 31<sup>st</sup> 2014, CPRO was merged with and into Constellation NewEnergy-Gas Division, LLC. Please note the attached Kentucky Secretary of State merger related documents.

Constellation ProLiance, LLC had no jurisdictional customers on August 31<sup>st</sup> 2014 nor did it have any jurisdictional customers during calendar years 2013 and 2014. As such, there has been no Customer Notice of CPRO's intent to abandon service pursuant to Ohio Administrative Code Rule 4901:1-27-11(B)(3).

Also, in as much as CPRO's current CRNGS Certificate is already scheduled to expire on October 3<sup>rd</sup> 2014, there has been no LDC Notice of CPRO's intent to cease providing service pursuant to Ohio Administrative Code Rule 4901:1-27-11(B)(2).

If there are any questions regarding this notification, please contact me at 502-214-6313 or [stephen.baker@constellation.com](mailto:stephen.baker@constellation.com).

Respectfully yours,

Stephen Baker, Legal Compliance  
On behalf of Constellation NewEnergy-Gas Division, LLC

Attachment

0550972.06

dcornish  
SUR

Alison Lundergan Grimes  
Kentucky Secretary of State  
Received and Filed:  
8/26/2014 12:14 PM  
Fee Receipt: \$50.00

## ARTICLES OF MERGER

Pursuant to the provisions of Chapter 275 of the Kentucky Revised Statutes, the undersigned surviving entity hereby submits the following Articles of Merger:

1. The name and jurisdiction of formation or organization or each constituent business entity which is to merge is: \_\_\_\_\_

Constellation NewEnergy – Gas Division, LLC – Kentucky

Constellation ProLiance, LLC - Indiana

2. The plan of merger is as follows: Constellation ProLiance, LLC will merge with and into Constellation NewEnergy – Gas Division, LLC and Constellation NewEnergy – Gas Division, LLC will be the survivor.

3. The name of the surviving business entity is: Constellation NewEnergy – Gas Division, LLC.


4. The plan of merger was duly authorized and approved by each constituent business entity in accordance with KRS 275.350.

5. The effective date of the merger is: August 31, 2014

Dated: 8/25/2014

Constellation NewEnergy – Gas Division, LLC

By Lawrence Bachman

  
(Assistant Secretary)

**AGREEMENT AND PLAN OF MERGER  
OF  
CONSTELLATION PROLIANCE, LLC,  
an Indiana limited liability company  
INTO  
CONSTELLATION NEWENERGY – GAS DIVISION, LLC,  
a Kentucky limited liability company**

August 31, 2014

AGREEMENT AND PLAN OF MERGER dated as of August 31, 2014 (“Agreement and Plan of Merger”), by and between Constellation ProLiance, LLC, a limited liability company organized under the laws of Indiana (“CPRO”) and Constellation NewEnergy – Gas Division, LLC, a limited liability company organized under the laws of the State of Kentucky (“CNEG”).

WHEREAS, CPRO and CNEG and their sole members and board of directors deem it advisable and to the advantage, welfare and best interests of said entities and their respective sole members to merge CPRO with and into CNEG pursuant to the provisions of the Indiana Business Flexibility Act (“INACT”) and the Kentucky Revised Statutes (“KRS”) upon the terms and conditions hereinafter set forth.

NOW THEREFORE, in consideration of the premises and the mutual agreement of the parties hereto, CPRO and CNEG hereby agree:

1. CPRO shall, pursuant to the provision of the INACT and the KRS, be merged with and into CNEG, which shall be the surviving limited liability company from and after the effective time of the merger, and which is sometimes hereinafter referred to as the “surviving limited liability company,” and which shall continue to exist as said surviving limited liability company under its present name pursuant to the provisions of KRS.

The separate existence of CPRO, which is sometimes hereinafter referred to as the “terminating company,” shall cease at the effective time of the merger in accordance with the provisions of INACT and KRS.

2. The Articles of Organization of CNEG, as now in force and effect, shall be the Articles of Organization of the surviving limited liability company and such Articles of Organization shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the KRS.

3. The present operating agreement of CNEG, shall be the operating agreement of the surviving limited liability company and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the KRS.

4. The directors and officers in office of the surviving limited liability company at the effective time of the merger shall be the members of the board of directors and the officers of the surviving limited liability company, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the operating agreement of the surviving limited liability company.

5. At the effective time of the merger, the membership interest of CPRO shall be cancelled.

6. Pursuant to the terms of the INACT and KRS, this Agreement and Plan of Merger shall be submitted to the respective members of CPRO and CNEG for their approval or rejection and the merger of the terminating company with and into the surviving limited liability company shall be authorized.

7. In the event that this Agreement and Plan of Merger shall have been approved by the sole member entitled to vote of the terminating company in the manner prescribed by the provisions of the INACT and the KRS, and in the event that the merger of the terminating company with and into the surviving limited liability company shall have been duly authorized in compliance with the INACT and the KRS, the terminating company and the surviving limited liability company hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the States of Indiana and Kentucky, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger provided for herein.

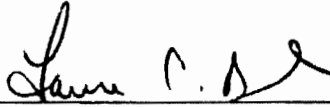
8. The members, board of directors, and the proper officers (acting singly) of CPRO and CNEG are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and record and any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

9. The effective time of this Agreement and Plan of Merger, and the time when the merger therein agreed upon shall become effective, shall be 11:59 PM on August 31, 2014. The Articles of Merger, dated as of August 31, 2014, between CPRO and CNEG, along with any other certificates required by the INACT, shall have been filed with the Secretary of State of the State of Indiana in accordance with the applicable laws of Indiana and the terms of the Agreement and Plan of Merger. The Articles of Merger, dated as of August 31, 2014, between CPRO and CNEG, along with any other certificates required by the KRS, shall have been filed with the Secretary of State of Kentucky in accordance with the applicable laws of Kentucky and the terms of this Agreement and Plan of Merger.

10. This Agreement and Plan of Merger may be executed in any number of counterparts, including by a facsimile or electronic transmission thereof, all of which taken together shall constitute one and the same document.

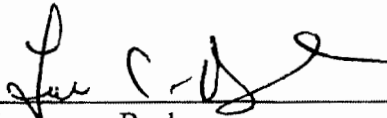
IN WITNESS WHEREOF, Constellation ProLiance, LLC has caused this Agreement and Plan of Merger to be signed by its authorized officer as of the date first written above.

**Constellation ProLiance, LLC**

By:   
\_\_\_\_\_  
Lawrence Bachman  
Assistant Secretary

IN WITNESS WHEREOF, Constellation NewEnergy – Gas Division, LLC has caused this Agreement and Plan of Merger to be signed by its authorized officer as of the date first written above.

**Constellation NewEnergy – Gas Division, LLC**

By:   
\_\_\_\_\_  
Lawrence Bachman  
Assistant Secretary

**This foregoing document was electronically filed with the Public Utilities**

**Commission of Ohio Docketing Information System on**

**9/9/2014 5:34:10 PM**

**in**

**Case No(s). 02-1909-GA-CRS**

Summary: Notification Notification to the Director of the Consumer Services Department of the intent to abandon service and withdraw certification. electronically filed by Mr. Stephen D Baker on behalf of Constellation ProLiance, LLC